

RECORDATION NO. 24618-B FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SEP 30 '03 2:38 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

September 30, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement (DEC Trust No. 2003), dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Deutsche Bank Trust Company Americas  
60 Wall Street  
New York, New York 10005

Owner Trustee: U.S. Bank Trust National Association, not in its  
individual capacity but solely as Owner Trustee  
100 Wall Street, Suite 1600  
New York, New York 10005

^ Mr. Vernon A. Williams  
September 30, 2003  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1,976 aluminum rotary dump cars: DEEX 6878 - DEEX 7107; DEEX 980000 – DEEX 980375; DEEX 990000- DEEX 990999; DETX 301 – DETX 550 and DETX 990000– DETX 990999.

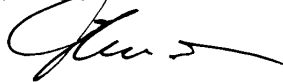
A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement (DEC Trust No. 2003).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(DEC Trust No. 2003)

Memorandum of Trust Indenture and Security Agreement made and entered into on September 30, 2003 (DEC Trust No. 2003) by and between Deutsche Bank Trust Company Americas, a New York banking corporation, as indenture trustee ("Indenture Trustee"), and U.S. Bank Trust National Association, a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

WITNESSETH

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated as of September 30, 2003 by which the Owner Trustee has granted a security interest in the collateral described on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee. Capitalized terms used but not defined herein have the meaning assigned to such terms in the Indenture.

(signatures continued on the following page)

RECORDATION NO. 24618-15 FILED

SEP 30 '03 2:38 PM

SURFACE TRANSPORTATION BOARD

*Signature page to Memorandum of Indenture*

IN WITNESS WHEREOF, the parties to this Memorandum of Indenture have caused this Agreement to be duly executed by their respective Authorized Officers, as of the day and year first above written.

Deutsche Bank Trust Company Americas, a New  
York banking corporation, as Indenture Trustee

By: Urbde Camacho

Title: Vice President

Executed on this 29<sup>th</sup> day of September 2003.

STATE OF New York )  
COUNTY OF New York ) SS.

On this, the 29<sup>th</sup> day of September, 2003, before, a Notary Public in and for said County and State, personally appeared Urbde Camacho, who being by me duly sworn says that (s)he is the Vice President of Deutsche Bank Trust Company Americas, a New York banking corporation, that said instrument was signed September 29<sup>th</sup> 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Annie Joseph  
Annie Joseph  
Notary Public, State of New York  
No. 01JA0062022  
Qualified in New York County  
Commission Expires July 30, 2005

*Signature page to Memorandum of Indenture*

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Indenture to be duly executed by their respective officers duly authorized as of the date hereof.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
a national banking association

By  \_\_\_\_\_

Title: Vice President

Executed on this \_\_\_ day of September 2003.

STATE OF CONNECTICUT

)

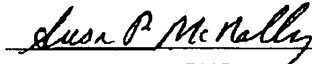
) SS.

COUNTY OF HARTFORD

)

On this, the \_\_\_ day of September, 2003, before, a Notary Public in and for said County and State, personally appeared Kathy A. Larimore, who being by me duly sworn says that (s)he is the Vice President of U.S. Bank Trust National Association, a national banking association, that said instrument was signed September \_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

 \_\_\_\_\_

SUSAN P. McNALLY

NOTARY PUBLIC

MY COMM. EXPIRES MARCH 31, 2005

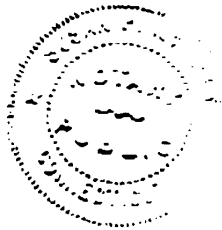


Exhibit A

Description	Supplier	Model	Car Numbers	Quantity
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 6878 - 7107	230
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DETX 301 - 550	250
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DETX 980000 - 980119	120
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 980000 - 980375	376
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 990000-990999	1000

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

9/30/13



\_\_\_\_\_  
Robert W. Alvord